

EXHIBIT 46

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
 Corporation; and Fashions Outlet of America, Inc.

**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA**

ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, and
 individual; and JUSTIN KISER, an individual;
 and on behalf of all others similarly situated,

Plaintiff,

v.

POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

Defendants.

AND RELATED CROSS-ACTIONS.

Case No. C07-02780 SI

**DECLARATION OF DEBRA ROANE IN
 SUPPORT OF DEFENDANTS
 OPPOSITION TO MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008
 Time: 9:00 a.m.
 Dept: Courtroom 10, 19th Fl.
 Judge: Hon. Susan Illston

1 I, Debra Roane, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am a sales associate in the Polo Ralph Lauren store, located in Costa Mesa,
3 California. I have worked for Polo since November 2004. I have personal knowledge of the facts set
4 forth in this declaration, and if called as a witness, could and would competently testify as set forth
5 below.

6 2. I am a part time sales associate in the Women's Department. I work approximately 30
7 hours per week. I work four days per week from 9:30 am until 5 pm. Sometimes I work longer hours
8 but not more than 40 hours per week.

9 **Clocking in and Out**

10 3. While employed by Polo I have not experienced any long wait times for a bag
11 inspection search after clocking out. I would estimate that from the time I clock out at the end of my
12 shift it takes 5 minutes or less for a manager to perform a bag inspection search and for me to leave
13 the store.

14 4. I have never performed work at Polo without being clocked in to the timekeeping
15 system, including when performing inventory or attending meetings.

16 5. If I felt that Polo was having me work off the clock or not paying me what I deserved,
17 I would say something to the general manager.

18 **Rest Breaks**

19 6. I understand that Polo's policy is for me to take all rest and meal breaks, but if I have a
20 client coming in I may not take a break. If I miss a break, its because I choose to do so and remain on
21 the floor, not because Polo doesn't permit me to take a break.

22 **Meal Breaks**

23 7. Each shift I talk to the Woman's manager and other sales associates to schedule my
24 lunch break. Lunch breaks take place starting at around 1 pm. I always take a meal break on every
25 shift that I work. Even if I stay in the store for a meal break I am not asked to perform any work until
26 my meal break is over.

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Arrears

8. I was employed by Polo when the arrears program was in place. The arrears program was fully explained to me and I understood how it worked. Basically, if you didn't meet your sales goals, the amount you were short impacted the amount of sales you needed to achieve to receive future commission.

9. The arrears program was explained during the interview process. I felt that it was a policy I wouldn't have to worry about because I thought I could make the sales quota easily enough.

10. I only fell into arrears during one pay period.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on June 12, 2008.


Debra Roane

EXHIBIT 47

**to Declaration of William J. Goines in Opposition to
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ANN OTSUKA, an individual; JANIS KEEFE,
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 individual; and JUSTIN KISER, an individual;
 and on behalf of all others similarly situated,

Plaintiff,

v.

POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

Defendants.

Case No. C07-02780 SI

**DECLARATION OF MORGAN
 SIMMONS IN SUPPORT OF
 DEFENDANTS OPPOSITION TO
 MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008
 Time: 9:00 a.m.
 Dept: Courtroom 10, 19th Fl.
 Judge: Hon. Susan Illston

AND RELATED CROSS-ACTIONS.

1 I, MORGAN SIMMONS, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am a sales associate in the Polo Ralph Lauren store, located in La Jolla,
3 California ("La Jolla store"). In addition to my responsibilities as sales associate, I also serve as a key
4 holder and am an accessories lead. I have worked for Polo since March 2006. I have personal
5 knowledge of the facts set forth in this declaration, and if called as a witness, could and would
6 competently testify as set forth below.

7 2. I work approximately 40 hours a week over the course of five days. I am paid based
8 on a draw versus commission structure and receive a stipend for my additional responsibilities as a
9 key holder.

10 **Clocking in and Out**

11 3. While employed by Polo I have not experienced any long wait times for a bag
12 inspection search after clocking out. I would estimate that from the time I clock out at the end of my
13 shift it takes 5 minutes or less to exit the store after clocking out, including the time it takes to
14 perform a bag inspection search.

15 4. It is never difficult to locate a manager to perform a bag inspection search and I have
16 never experienced a long time to wait.

17 5. I believe my time records adequately reflect all time I have worked in the La Jolla
18 store.

19 **Rest Breaks**

20 6. Based on the hours work in the store, Polo provides me with two 15 minute rest
21 breaks.

22 7. Rest breaks are scheduled among associates in each department. I understand that
23 Polo's policy is for me to take all rest and meal breaks, but I don't always take my first rest break. It
24 is absolutely a voluntary decision on my part when I decide not to take a rest break.

25 **Meal Breaks**

26 8. Meal breaks are scheduled among associates each day. I almost always take a meal
27 break. There are times when I have voluntarily chosen not to take a meal break or have decided to
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1 take a shorter meal break. However, this only happens a couple of times a year. I have never been
2 prevented from taking a meal break.

3 Arrears

4 9. I was employed by Polo when the arrears program was being phased out. Although I
5 was never subject to arrears, the arrears program was fully explained to me in training. I understood
6 how it worked and had the opportunity to ask questions. If you didn't meet your commission goal, it
7 would impact the amount of sales you needed to achieve future commissions.

8 I declare under penalty of perjury under the laws of the State of California that the foregoing
9 is true and correct.

10 Executed on June 14, 2008.

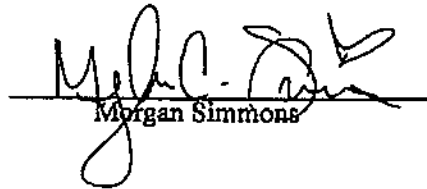
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12 Morgan Simmons
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EXHIBIT 48

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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 individual; and JUSTIN KISER, an individual;
 and on behalf of all others similarly situated,

Plaintiff,

v.

POLO RALPH LAUREN CORPORATION, a
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Defendants.

AND RELATED CROSS-ACTIONS.

Case No. C07-02780 SI

**DECLARATION OF SUSAN GEORGE
 IN SUPPORT OF DEFENDANTS
 OPPOSITION TO MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008
 Time: 9:00 a.m.
 Dept: Courtroom 10, 19th Fl.
 Judge: Hon. Susan Illston

1 I, SUSAN GEORGE, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am a sales associate in the Polo Ralph Lauren store, located in La Jolla,
3 California ("La Jolla store"). I began my employment with Polo as a sales associate in the Polo Ralph
4 Lauren store, located in Beverly Hills ("Beverly Hills store") from November 1996 - July 2005. I
5 have worked as a sales associate in the La Jolla store since August 2005. I have personal knowledge
6 of the facts set forth in this declaration, and if called as a witness, could and would competently
7 testify as set forth below.

8 2. I work approximately 40 hours a week over the course of five days.

9 **Clocking in and Out**

10 3. While employed by Polo I have not experienced any long wait times for a bag
11 inspection search after clocking out. I would estimate that from the time I clock out at the end of my
12 shift it takes 2-3 minutes to exit the store after clocking out, including the time it takes to perform a
13 bag inspection search.

14 4. It is easy to locate a manager to perform a bag inspection search in the La Jolla store.
15 The store has an intercom paging system which we can use to call a manager to the back door, where
16 bag inspection searches are performed. However, there is usually a manager located at the back door
17 to check-out sales associates so I hardly ever need to page a manager.

18 5. The bag inspection search in the Beverly Hills store took a little longer when I was a
19 sales associate in that store. However, I do not recall the process taking more than five minutes from
20 the time I clocked out at the end of my shift to the time I exited the store, following a bag inspection
21 search.

22 6. It is never difficult to locate a manager to perform a bag inspection search and I have
23 never experienced a long time to wait.

24 7. I believe my time records adequately reflect all time I have worked in the La Jolla
25 store.

26 **Rest Breaks**

27 8. Based on the hours work in the store, Polo provides me with two 15 minute rest
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1 breaks.

2 9. Rest breaks are scheduled among associates in each department. I understand that
3 Polo's policy is for me to take all rest and meal breaks, however, upon my own choosing, I do not
4 usually take rest breaks. This is a completely voluntary decision. I typically do not take rest breaks
5 because I do not feel the need to have one and have no desire to spend my time elsewhere, other than
6 on the sales floor, during this time. It is absolutely a voluntary decision on my part when I decide not
7 to take a rest break.

8 **Meal Breaks**

9 10. Meal breaks are scheduled among associates each day. I always take a meal break and
10 have never been told that I cannot take a meal break.

11 I declare under penalty of perjury under the laws of the State of California that the foregoing
12 is true and correct.

13 Executed on June 14, 2008.


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15 
16 Susan George

EXHIBIT 49

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
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**UNITED STATES DISTRICT COURT
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ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, and
 individual; and JUSTIN KISER, an individual;
 and on behalf of all others similarly situated,

Plaintiff,

v.

POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

Defendants.

AND RELATED CROSS-ACTIONS.

Case No. C07-02780 SI

**DECLARATION OF HOLLY BEATY IN
 SUPPORT OF DEFENDANTS'
 OPPOSITION TO MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008

Time: 9:00 a.m.

Dept: Courtroom 10, 19th Fl.

Judge: Hon. Susan Illston

1 I, HOLLY BEATY, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am a key holder in the Polo Ralph Lauren and Double RL store, located in
3 Malibu, California. A key holder is a sales associate with additional responsibilities such as closing
4 the registers and performing bag inspection searches for other associates. I have worked for Polo
5 since April 2007. I have personal knowledge of the facts set forth in this declaration, and if called as a
6 witness, could and would competently testify as set forth below.

7 2. I am a full time sales associate in the Double RL, and I work approximately 40 hours
8 per week. I am compensated on a draw versus commission compensation plan, and I generally
9 receive my commission.

10 3. The layout of the Malibu Polo stores are unique from other Polo stores. There are
11 three separate stores located in small buildings right next to each other: Polo Ralph Lauren, Double
12 RL, and the Polo Mens Store. Double RL is approximately 800 square feet and the other two stores
13 are not much bigger.

14 **Clocking in and Out**

15 4. While employed by Polo I have not experienced any long wait times for a bag
16 inspection search after clocking out. I would estimate that from the time I clock out at the end of my
17 shift it takes about one minute for a manager to perform a bag inspection search and for me to leave
18 the store. When I am ready to leave I call a manager from another store, she comes over, and then we
19 clock out and leave the store together.

20 5. I have never performed work at Polo without being clocked in to the timekeeping
21 system, including when performing inventory or attending meetings. I have never been asked to
22 continue with work after clocking out.

23 **Rest Breaks**

24 6. I understand that Polo's policy is for me to take all rest and meal breaks, and that I am
25 entitled to take two 15 minute rest breaks. Rest breaks are coordinated among sales associates.
26 Sometimes I choose not to take my break because there are some days where it is so slow I will only
27 see a handful of people in the store all day, and on those days I just don't feel like taking a break.
28

1 7. Occasionally I will be the only one working in Double RL, and so when I leave to take
2 a rest break I just put a post-it note on the door saying when I will be back and I leave to take my
3 break.

4 Meal Breaks

5 8. If there are only a few sales associates scheduled to work, the timing of meal breaks
6 are coordinated formally among sales associates and management at the start of the day so there is
7 always coverage in each of the stores. If there are multiple sales associates working in each store
8 then we just coordinate meal breaks informally within our store. I always take my lunch break.

9 I declare under penalty of perjury under the laws of the State of California that the foregoing
10 is true and correct.

11 Executed on June 12, 2008.

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13 Holly Beaty
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EXHIBIT 50

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, and
 individual; and JUSTIN KISER, an individual;
 and on behalf of all others similarly situated,

Plaintiff,
 v.

POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

Defendants.

Case No. C07-02780 SI

**DECLARATION OF TAMARA
 KILLEEN IN SUPPORT OF
 DEFENDANTS OPPOSITION TO
 MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008
 Time: 9:00 a.m.
 Dept: Courtroom 10, 19th Fl.
 Judge: Hon. Susan Illston

AND RELATED CROSS-ACTIONS.

1 I, Tamara Killeen, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am a sales associate in the Polo Ralph Lauren store, located in Palm Desert,
3 California. I have worked for Polo since this store opened in October 2007. I have personal
4 knowledge of the facts set forth in this declaration, and if called as a witness, could and would
5 competently testify as set forth below.

6 2. I am a full time sales associate in the Women's Department. I work approximately
7 38-40 hours per week, five days a week.

8 3. I am compensated on a draw versus commission compensation plan, and 99% of the
9 time I receive my commission.

10 **Clocking in and Out**

11 4. While employed by Polo I have not experienced any long wait times for a bag
12 inspection search after clocking out. I would estimate that from the time I clock out at the end of my
13 shift it takes 5 minutes or less for a manager to perform a bag inspection search and for me to leave
14 the store.

15 5. I have never performed work at Polo without being clocked in to the timekeeping
16 system, including when performing inventory or attending meetings. I have never been asked to
17 continue with work after clocking out.

18 **Rest Breaks**

19 6. I understand that Polo's policy is for me to take all rest and meal breaks. Rest breaks
20 are coordinated among sales associates, and then we let management know when we are stepping out.
21 Management ask throughout the day if we have taken our rest and meal breaks.

22 7. I take my rest breaks 90% of the time. Occasionally if I'm busy I won't take my
23 second break of the day. If I miss a break, its because I choose to do so and remain on the selling
24 floor, not because Polo doesn't permit me to take a break.

25 **Meal Breaks**

26 8. Meal breaks are coordinated among sales associates and management. I always take a
27 meal break on every shift that I work. Even if I stay in the store for a meal break I am not asked to
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1 perform any work until my meal break is over.

2 I declare under penalty of perjury under the laws of the State of California that the foregoing
3 is true and correct.

4 Executed on June 12, 2008.

5 
6 Tamara Killeen

EXHIBIT 51

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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 Alisha M. Louie (SBN 240863)
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Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
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**UNITED STATES DISTRICT COURT
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ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, and
 individual; and JUSTIN KISER, an individual;
 and on behalf of all others similarly situated,

Plaintiff,

v.

POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

Defendants.

AND RELATED CROSS-ACTIONS.

Case No. C07-02780 SI

**DECLARATION OF TAJ LINZELS IN
 SUPPORT OF DEFENDANTS
 OPPOSITION TO MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008
 Time: 9:00 a.m.
 Dept: Courtroom 10, 19th Fl.
 Judge: Hon. Susan Illston

1 I, TAJ LINZELS, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am a sales associate in the Polo Ralph Lauren store, located in Palm Desert,
3 California. I have worked for Polo since this store opened in September 2007. I have personal
4 knowledge of the facts set forth in this declaration, and if called as a witness, could and would
5 competently testify as set forth below.

6 2. I am a full time sales associate in the Women's Department. I work approximately
7 38-40 hours per week, five days a week.

8 3. I am compensated on a draw versus commission compensation plan, and 90% of the
9 time I receive my commission.

10 **Clocking in and Out**

11 4. While employed by Polo I have not experienced any long wait times for a bag
12 inspection search after clocking out. I would estimate that from the time I clock out at the end of my
13 shift it takes 5-6 minutes or less for a manager to perform a bag inspection search and for me to leave
14 the store. However, during this time I am usually chatting with other associates and may use the
15 restroom so my estimate includes these activities.

16 5. I have never performed work at Polo without being clocked in to the timekeeping
17 system, including when performing inventory or attending meetings. I have never been asked to
18 continue with work after clocking out.

19 **Rest Breaks**

20 6. I understand that Polo's policy is for me to take all rest and meal breaks. Rest breaks
21 are coordinated among sales associates, and then we let management know when we are stepping out.

22 7. I generally take both of my 15 minute breaks but occasionally I forget to take my
23 second break of the day.

24 **Meal Breaks**

25 8. Meal breaks are coordinated informally among sales associates and management. I
26 always take a meal break on every shift that I work. Even if I stay in the store for a meal break I am
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1 not asked to perform any work until my meal break is over.

2 I declare under penalty of perjury under the laws of the State of California that the foregoing
3 is true and correct.

4 Executed on June 12, 2008.

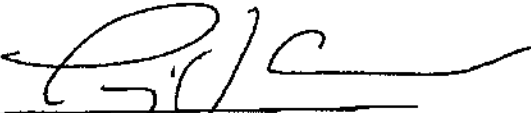
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6 Taj J. Linzels

EXHIBIT 52

**to Declaration of William J. Goines in Opposition to
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William J. Goines (SBN 061290)
Alisha M. Louie (SBN 240863)
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Corporation, doing business in California as Polo Retail
Corporation; and Fashions Outlet of America, Inc.

**UNITED STATES DISTRICT COURT
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an individual; CORINNE PHIPPS, and
individual; and JUSTIN KISER, an individual;
and on behalf of all others similarly situated,

Plaintiff,

v.

POLO RALPH LAUREN CORPORATION, a
Delaware Corporation; et al.,

Defendants.

AND RELATED CROSS-ACTIONS.

Case No. C07-02780 SI

**DECLARATION OF STEVE CAMPO IN
SUPPORT OF DEFENDANTS'
OPPOSITION TO MOTION FOR CLASS
CERTIFICATION**

Date: July 11, 2008

Time: 9:00 a.m.

Dept: Courtroom 10, 19th Fl.

Judge: Hon. Susan Illston

1 I, STEVE CAMPO, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am a senior sales associate and Key Holder in the Polo Ralph Lauren store,
3 located in Palo Alto, California ("Palo Alto store"). I have served as a senior sales associate since
4 2002. I was given the responsibilities of Key Holder in winter 2007. Previously, I was a sales
5 associate from February 9, 2000 - 2002. I have personal knowledge of the facts set forth in this
6 declaration, and if called as a witness, could and would competently testify as set forth below.

7 2. I am a full-time senior sales associate in the Women's Department. I work
8 approximately 40 - 50 hours a week over five days. I am compensated a salary against commission
9 and am paid a stipend for my extra responsibilities as a key holder. I am almost always compensated
10 net commission earnings as opposed to my salary.

11 **Clocking in and Out**

12 3. I estimate that from the time I clock out at the end of my shift to the time I exit the
13 store, following a bag inspection search, this process takes no more than five minutes. I believe this
14 estimate is an accurate estimate for the entire time I have worked in the Palo Alto store, from 2000 to
15 the present.

16 **Rest Breaks**

17 4. I understand that Polo's policy is for me to take all rest and meal breaks, and that I am
18 entitled to take two 15 minute rest breaks. Rest breaks are coordinated among sales associates, and
19 then we let management know when we are stepping out.

20 5. I do not ordinarily take rest breaks. However, this is a personal decision not to take my
21 rest breaks. Polo absolutely me with the opportunity to take rest breaks but it is my own choosing not
22 to take them.

23 **Meal Breaks**

24 6. The scheduling of meal breaks are coordinated amongst sales associates when there is
25 light floor coverage and with the permission of the manager when coverage is greater.

26 7. I always take my meal breaks.

27 **Arrears**

1 8. I was not subject to the arrears program. However, I recall being informed about the
2 arrears program when it was introduced and recall then General Manager, Phoebe Mireles, discussing
3 the program with sales associates.

4 I declare under penalty of perjury under the laws of the State of California that the foregoing
5 is true and correct.

6 Executed on June 18, 2008.

7
8 
9 Steve Campo

EXHIBIT 53

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

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 Alisha M. Louie (SBN 240863)
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Attorneys for Defendants Polo Ralph Lauren
 Corporation; Polo Retail, LLC; Polo Ralph Lauren
 Corporation, doing business in California as Polo Retail
 Corporation; and Fashions Outlet of America, Inc.

**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA**

ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, and
 individual; and JUSTIN KISER, an individual;
 and on behalf of all others similarly situated,

Plaintiff,

v.

POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

Defendants.

Case No. C07-02780 SI

**DECLARATION OF ROBERT LO
 MONACO IN SUPPORT OF
 DEFENDANTS' OPPOSITION TO
 PLAINTIFFS' MOTION FOR CLASS
 CERTIFICATION**

Date: July 11, 2008
 Time: 9:00 a.m.
 Dept: Courtroom 10, 19th Fl.
 Judge: Hon. Susan Illston

1 I, ROBERT LAMONACO, hereby affirm, under penalty of perjury, as follows:

2 1. I presently am a full-time sales associate the men's department in the Polo Ralph
3 Lauren store, located in San Francisco, California ("San Francisco store"). In addition to my
4 responsibilities as sales associate, I also serve as a key holder. I have worked for Polo since May 25,
5 2005. I have personal knowledge of the facts set forth in this declaration, and if called as a witness,
6 could and would competently testify as set forth below.

7 2. I work approximately 40 hours a week over the course of 5 days. I am paid based on a
8 draw versus commission structure and receive a stipend for my additional responsibilities as a key
9 holder.

10 **Clocking in and Out**

11 3. I have not experienced any long wait times for a bag inspection search after clocking
12 out during my employment at Polo. I would estimate that from the time I clock out at the end of my
13 shift it takes 1-2 to exit the store after clocking out, including the time it takes to perform a bag
14 inspection search.

15 4. I have never observed anyone have any difficulty locating someone to perform a bag
16 inspection search.

17 **Rest Breaks**

18 5. Based on the hours I work in the San Francisco store, Polo provides me with two 15-
19 minute rest breaks and one hour-long meal break.

20 6. Rest breaks are coordinated among sales associates, and then we let management
21 know when we are taking a break.

22 7. If I choose not to take a rest break, it is my own decision because I would rather
23 remain on the selling floor, not because Polo does not permit me to take a break.

24 8. Management has never said that I cannot take a rest break.

25 9. I have never experienced any problems with taking a rest break.

26 **Meal Breaks**

27 10. Meal breaks are scheduled among sales associates. We have a written schedule that is
28

1 available next to the register. Sales associates can indicate the time that they would like to go on a
2 meal break on the schedule sheet.

3 I declare under penalty of perjury under the laws of the State of California that the foregoing
4 is true and correct.

5 Executed on June 18, 2008.

6 
7 Robert Lomonaco

EXHIBIT 54

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

WILLIAM J. GOINES (SBN 061290)
 ALISHA M. LOUIE (SBN 240863)
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Attorneys for Defendants Polo Ralph Lauren Corporation; Polo
 Retail, LLC; Polo Ralph Lauren Corporation, doing business in
 California as Polo Retail Corporation; and Fashions Outlet of
 America, Inc.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, an
 individual; and on behalf of all others similarly
 situated,

Plaintiffs,

v.

POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,

Defendants.

Case No. C07-02780 SI

**DECLARATION OF DESIREE DILLON
 IN SUPPORT OF OPPOSITION TO
 PLAINTIFFS' MOTION FOR CLASS
 CERTIFICATION**

DATE: July 11, 2008
 TIME: 9:00 a.m.
 CTRM: 10, 19th Fl.
 JUDGE: The Hon. Susan Illston

1 I, DESIREE DILLON, declare:

2 1. I am presently a full time stock supervisor at the Polo Ralph Lauren Factory Outlet
3 store located in Alpine, California ("Alpine store"). I have personal knowledge of the facts set forth
4 in this declaration, and if called as a witness, could and would competently testify as set forth below.

5 2. I started working for the Alpine store in October 2007 as a part time sales associate.
6 Four weeks ago I became a full time stock supervisor. I am paid at an hourly rate of pay.

7 **Bag Inspection**

8 3. Each day after clocking out and prior to exiting the store, I must go through a bag
9 inspection process which is performed by either a manager or supervisor. It takes about one minute
10 to leave to store after I clock out and have my bag inspected.

11 4. I have not had any problems with locating a manager to perform a bag inspection and
12 have no complaints about the process.

13 **Clocking Out**

14 5. I have never experienced any problems with clocking out at the end of my shift. I am
15 always on the clock when I am working, and I always clock myself in and out.

16 **Rest Breaks**

17 6. The rest break schedule is written on the Daily Planning Agenda. I don't usually look
18 at the Daily Planning Agenda; I just wait for a manager to tell me when to go. I sign the Daily
19 Planning Agenda after I take my rest break.

20 7. I always take my rest break. Sometimes if its busy I take my rest break a half hour late
21 from the scheduled time on the Daily Planning Agenda, but I always take it.

22 **Meal Breaks**

23 8. Meal breaks work the same way as rest breaks: a manager tells you when to go and the
24 timing is written down on the Daily Planning Agenda.

25 9. I always take my meal breaks.
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1 I declare under penalty of perjury that the foregoing is true and correct. Executed at Alpine,
2 California, this 13 day of June, 2008.

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5 Desiree Dillon

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DECLARATION IN SUPPORT OF OPPOSITION TO MOTION FOR CLASS CERTIFICATION
SV 345293887v1 June 10, 2008

EXHIBIT 55

**to Declaration of William J. Goines in Opposition to
Plaintiffs' Motion for Class Certification**

WILLIAM J. GOINES (SBN 061290)
 ALISHA M. LOUIE (SBN 240863)
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 Email: meierj@gtlaw.com

Attorneys for Defendants Polo Ralph Lauren Corporation; Polo
 Retail, LLC; Polo Ralph Lauren Corporation, doing business in
 California as Polo Retail Corporation; and Fashions Outlet of
 America, Inc.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

ANN OTSUKA, an individual; JANIS KEEFE,
 an individual; CORINNE PHIPPS, an
 individual; and on behalf of all others similarly
 situated,

Plaintiffs,

v.

POLO RALPH LAUREN CORPORATION, a
 Delaware Corporation; et al.,
 Defendants.

Case No. C07-02780 SI

**DECLARATION OF KRISTIN MILLER
 IN SUPPORT OF OPPOSITION TO
 PLAINTIFFS' MOTION FOR CLASS
 CERTIFICATION**

DATE: July 11, 2008
 TIME: 9:00 a.m.
 CTRM: 10, 19th Fl.
 JUDGE: The Hon. Susan Illston

1 I, KRISTIN MILLER, declare:

2 1. I am presently a sales associate at the Polo Ralph Lauren Factory Outlet store located
3 in Alpine, California ("Alpine store"). I have personal knowledge of the facts set forth in this
4 declaration, and if called as a witness, could and would competently testify as set forth below.

5 2. I started working for the Alpine store in April 2008 as a part time sales associate. I
6 work approximately 19-30 hours per week. I am paid at an hourly rate of pay.

7 **Bag Inspection**

8 3. Each day after clocking out and prior to exiting the store, I must go through a bag
9 inspection process which is performed by either a manager or supervisor. It never takes more than
10 one minute to leave to store after I clock out and have my bag inspected. 99% of the time a manager
11 is already at the door waiting; if not I ask someone to page a manager for me.

12 4. I have not had any problems with locating a manager to perform a bag inspection and
13 have no complaints about the process.

14 **Clocking Out**

15 5. I have never experienced any problems with clocking out at the end of my shift. I am
16 always on the clock when I am working, and I always clock myself in and out.

17 **Rest Breaks**

18 6. The rest break schedule is written on the Daily Planning Agenda. A manager tells me
19 when it is time to go. I sign the Daily Planning Agenda after I take my rest break.

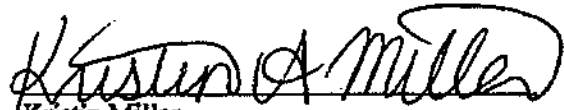
20 7. I always take my rest break.

21 **Meal Breaks**

22 8. Meal breaks work the same way as rest breaks: a manager tells you when to go and the
23 timing is written down on the Daily Planning Agenda.

24 9. I always take my meal breaks. Managers are very good about making sure everyone
25 takes their breaks.

1 I declare under penalty of perjury that the foregoing is true and correct. Executed at Alpine,
2 California, this 13 day of June, 2008.

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5 Kristin Miller
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